

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

In re:	)	
RHODIUM ENCORE, LLC, et al.,	)	Chapter 11
	)	
Debtor.	)	Case No. 24-90448 (ARP) (Bankr.
	)	S.D. Tex.)
	)	
345 PARTNERS SPV2 LLC et al.	)	
	)	
Plaintiffs,	)	
	)	
v.	)	
	)	
NATHAN NICHOLS et al.,	)	Adv. Pro. No. 25-04008
	)	
Defendants.	)	

**AGREED ORDER (A) TRANSFERRING CASE TO THE U.S. BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS WITHOUT DETERMINING  
JURISDICTION, ABSTENTION, REMAND OR OTHER PENDING DISPUTES, (B)  
ABATING CASE THROUGH MAY 12, 2025, AND (C) GRANTING RELATED RELIEF**

Whereas the Plaintiffs,<sup>1</sup> Defendants,<sup>2</sup> and Proposed Intervenor-Defendant<sup>3</sup> (each a “Party” and, collectively, the “Parties”) in the above-captioned adversary proceeding (the “Adversary Proceeding”) agree to the entry of this order in the interest of attempting to facilitate a potential, consensual resolution of the disputes at a mediation, it is THEREFORE ORDERED:

1. The Adversary Proceeding shall be transferred to the U.S. Bankruptcy Court for the Southern District of Texas.

2. Notwithstanding the transfer, the Parties reserve all rights with respect to the Adversary Proceeding, including, without limitation, the *Plaintiffs’ Motion to Remand and Abstain* [Adv. Dkt. No. 5] and the *Special Committee’s Motion to Intervene and Motion for Leave to File Brief in Support of Defendants’ Motion to Transfer and in Opposition to Plaintiffs’ Motion to Remand* [Adv. Dkt. No. 16]. This Order does not constitute a finding or determination of this Court regarding jurisdiction, remand, abstention, intervention, or any other matter.

3. The Adversary Proceeding shall be abated until the earlier of (a) an order of the U.S. Bankruptcy Court of the Southern District of Texas or (b) May 12, 2025. Absent agreement of all the Parties or leave of the appropriate court, the Parties shall take no action to pursue the Adversary Proceeding during the abatement period except to seek leave of the appropriate court or to enforce this Order.

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<sup>1</sup> The Plaintiffs are 345 Partners SPV2 LLC, Grant Fairbairn, as Trustee and on behalf of Grant Fairbairn Revocable Trust, Nina Fairbairn, as Trustee and on behalf of Nina Claire Fairbairn Revocable Trust, Richard Fullerton, William Ho, as Trustee and on Behalf of GR Fairbairn Family Trust, NCF Eagle Trust, GRF Tiger Trust, and NC Fairbairn Family Trust, Scott Kintz, as Trustee and on behalf of Kintz Family Trust, Jacob Rubin, Transcend Partners Legend Fund LLC, Valley High LP, Jerald Weintraub, as Trustee and on Behalf of Jerald and Melody Howe Weintraub Revocable Living Trust Dtd 02/05/98, as amended, and Mike Wilkins, as Trustee and on behalf of Wilkins-Duignan 2009 Revocable Trust.

<sup>2</sup> The Defendants are Nathan Nichols, Chase Blackmon, Cameron Blackmon, Nicholas Cerasuolo, and Imperium Investment Holdings, LLC.

<sup>3</sup> The Proposed Intervenor-Defendant is the Special Committee of the Board of Directors of Rhodium Enterprises, Inc.

4. This Order shall not prevent the U.S. Bankruptcy Court for the Southern District of Texas or other appropriate court from taking any action or entering any order after the Adversary Proceeding is transferred.

### END OF ORDER ###

SUBMITTED AND AGREED:

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